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Hearing Date and Time: December 21, 2011 at 10:00 a.m.
Response Date and Time: December 7, 2011 at 6:00 p.m.

Attorneys for Unifrax I LLC f/k/a Unifrax Corporation

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re: | : |
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| DELPHI CORPORATION, <u>et al.</u> , | : |
| | : |
| Debtors. | : |
| | : |
| -----X | |
| DELPHI CORPORATION, <u>et al.</u> , | : |
| | : |
| Plaintiffs, | : |
| | : |
| | : |
| - against - | : |
| | : |
| BP, BP AMOCO CORP, BP MICROSYSTEMS | : |
| INC., BP PRODUCTS NORTH AMERICA, | : |
| CASTROL, CASTROL INDUSTRIAL | : |
| AND UNIFRAX CORP. | : |
| | : |
| Defendant. | : |
| -----X | |

**JOINDER OF UNIFRAX I LLC TO GLOBE MOTORS, INC. AND
GLOBE MOTORS' REPLY IN OPPOSITION TO THE REORGANIZED
DEBTORS' MOTION FOR ORDER PURSUANT TO 11 U.S.C. §§ 105(D), 544, 547
AND 548 AND FED. R. BANKR. P. 7016 ESTABLISHING (I) DATES FOR
HEARINGS REGARDING ADVERSARY PROCEEDINGS AND (II) NOTICES
AND PROCEDURES GOVERNING ADVERSARY PROCEEDINGS**

Defendant Unifrax Corporation (“Unifrax” or “Defendant”), now known as Unifrax I LLC, by and through its counsel, Hodgson Russ, LLP, hereby submits its Joinder to Globe Motors, Inc. and Globe Motors’ (“Globe”) opposition to the above-referenced motion (the “Procedures Motion”).

BACKGROUND

1. On October 8, 2005, the Debtors and certain of its subsidiaries each filed voluntary petitions for Chapter 11 relief. On October 14, 2005, three additional U.S. subsidiaries of the Debtors also filed voluntary petitions for relief under Chapter 11 (the petition dates are collectively referred to as the “Petition Date”).

2. On September 28, 2007, Plaintiffs commenced this adversary proceeding by filing the Complaint to Avoid and Recover Transfers Pursuant to 11 U.S.C. §§ 547 and 550 (“Complaint”), herein incorporated by reference, under seal with the Clerk of the Court (A.P. Docket No. 1).

3. The Complaint sought to recover, pursuant to Bankruptcy Code §§ 547 and 550, alleged preferential transfers in the aggregate amount of \$4,489,538.67 made to Unifrax and six other defendants - BP, BP Amoco Corp., BP Microsystems Inc., BP Products North America, Castrol and Castrol Industrial (collectively referred to as the “Other Defendants”).

4. On or about March 22, 2010, Unifrax first learned that it and six other unrelated defendants had been sued over 2 1/2 years earlier in this preference action (07-02270) seeking to avoid \$4.5 million in allegedly preferential transfers (The “Preference Action”).

5. On April 12, 2010, Unifrax filed its Motion Seeking an Order (1) vacating the procedures orders obtained by the Debtors to file preference complaints under seal and to repeatedly extend the time to serve the preference complaints; and (2) dismissing the adversary

proceeding, with prejudice, because it is barred by the two year statute of limitations imposed by Section 546(a) of the Code; and (3) dismissing the adversary proceeding, with prejudice, because it is insufficiently plead; and (4) dismissing the adversary proceeding, with prejudice, because it is barred by judicial estoppel; and (5) dismissing the adversary proceeding with prejudice on the ground that it is barred by laches. In the alternative, given the pleading defects of the complaint, Unifrax sought (6) an order directing Plaintiffs to submit an amended pleading containing sufficient detail regarding the alleged preferential transfers to allow Unifrax to prepare a responsive pleading (Adversary Proceeding Docket No. 17).

6. On September 7, 2010, the Court entered its Order Granting In Part First Wave Motions to Dismiss (“First Wave Order”) (Docket #39 in Case 07-02270; Docket #20579 in Case 05-44481). The First Wave Order dismissed the Complaint.

7. On September 7, 2010, Delphi Automotive Systems, LLC (the “Plaintiff”) filed a motion for leave to file an Amended Complaint (the “Motion to Amend.”). Attached to the Motion to Amend is a First Amended Complaint to Avoid and Recover Transfers Pursuant to 11 U.S.C. Sections 547 and 550 (the “First Amended Complaint”) against Unifrax and the Other Defendants.

8. The Other Defendants have, to varying extents, historical ties to Unifrax, but have not had any overlap in ownership since 2003. At the time of the Petition Date in these bankruptcy cases, Unifrax and the Other Defendants were -- and continue to be -- completely separate corporate entities which do not share any operations. It is unknown why the Debtors initiated one combined cause of action against Unifrax and the Other Defendants.

9. Unifrax was provided notice of the First Amended Complaint on or about September 7, 2010, almost five years after the Petition Date.

10. Unifrax objected to the Reorganized Debtors' attempts to amend the Complaint based on prejudicial delay. On November 24, 2010, Unifrax filed an Objection to the Motion to Amend (A.P. Docket No. 43). The Objection was based in part on the prejudice created by the Plaintiff's delay in bringing the Preference Action.

OBJECTION

11. In the interest of judicial economy, Unifrax will not repeat and restate the arguments advanced by similarly situated parties in response to the Reorganized Debtors' pending Motion. Unifrax joins and adopts all relevant arguments and authorities, as if fully stated herein, set forth in Globe's Objection (Adv. Pro. No. 07-02333, Docket No. 59); (Case No. 05-44481, Docket No. 21738) as well as in all other objections filed by similarly situated defendants as is they were set forth herein in their entirety. Unifrax reserves its right to supplement this Joinder, including but not limited to providing documentary evidence, and to appear at any and all hearings and conferences scheduled on the Motion.

Dated: December 7, 2011

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